

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
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**ORDER GRANTING APPLICATIONS
FOR THE ALLOWANCES OF INTERIM COMPENSATION
FOR THE PERIOD OF JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009
FOR PROFESSIONAL SERVICES PERFORMED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED AND OTHER RELIEF**

Upon consideration of the applications (collectively, the “Third Interim Applications”) for allowances of interim compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period of June 1, 2009 through September 30, 2009 (the “Application Period”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by the professionals listed on Schedule A(1) annexed hereto (the “Retained Professionals”), and the report (the “Third Fee Report”) of the appointed fee committee in these chapter 11 cases (“Fee Committee”), dated and filed on March 10, 2010 with respect thereto; and upon consideration of the Fee Committee’s recommended deductions (the “Recommended Deductions”) from fees and expenses incurred during the Application Period, as set forth in the Third Fee Report, rendered after the Fee Committee received and reviewed written comments and/or conferred with Retained Professionals who responded to the issues raised by the Fee Committee’s Initial Recommended Deductions (as defined in the Third Fee Report); and after due notice pursuant to the amended order dated February 13, 2009 governing case management and administrative procedures [Docket No. 2387]; and a hearing having been held on March 17, 2010 to consider the Third Interim Applications; and there being no objections to the allowance of the amounts set forth

on Schedule (A)(1); and after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Recommended Deductions shall be applied provisionally to the Third Interim Applications pending a hearing on April 9, 2010 to consider the Recommended Deductions. Nothing herein shall prejudice the rights of any Retained Professional to challenge the Recommended Deductions.
2. The Third Interim Applications of the Retained Professionals are granted to the extent provided in Schedule A(1).
3. Interim compensation to the Retained Professionals for professional services performed during the Application Period is allowed and awarded in the amounts set forth on Schedule A(1) in the column entitled "Fees Awarded" pursuant to section 331 of the Bankruptcy Code.
4. Reimbursement to the Retained Professionals for expenses incurred during the Application Period is allowed and awarded in the amounts set forth on Schedule A(1) in the column entitled "Expenses Awarded."
5. Pursuant to this order, the Debtors are authorized and directed to pay the "Fees Awarded," the "Expenses Awarded," which amounts are totaled in Schedule A(2) in the columns entitled "Total Fees Awarded" and "Total Expenses Awarded," to the respective Retained Professionals, to the extent not previously paid pursuant to the order dated June 25, 2009 governing interim compensation in these cases [Docket No. 4165].

Dated: New York, New York
April 9, 2010

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A(1)

Current Fee Period: June 1, 2009 to September 30, 2009

Applicant	Date/ Document No. of Application	Fees Requested	Fees Awarded¹	Expenses Requested	Expenses Awarded²
Jones Day	Dec. 15, 2009 6216	\$8,787,718.20	\$8,613,937.88	\$413,222.52	\$293,874.87
Lazard Freres & Co. LLC	Dec. 15, 2009 6218	\$4,421,000.00	\$4,421,000.00	\$3,704.69	\$3,273.87
McKenna Long & Aldridge LLP	Dec. 14, 2009 6179	\$922,873.50	\$871,970.23	\$85,072.99	\$85,072.99
Milbank, Tweed, Hadley & McCloy LLP	Dec. 14, 2009 6203	\$10,881,540.00	\$10,689,053.40	\$583,803.10	\$483,734.30
Pachulski Stang Ziehl & Jones LLP	Dec. 14, 2009 6180	\$432,763.22	\$430,099.27	\$13,510.21	\$12,858.05
Quinn Emanuel Urquhart Oliver & Hedges, LLP	Dec. 14, 2009 6204	\$2,248,453.00	\$2,194,557.03	\$144,241.20	\$121,262.10
Reilly Pozner LLP	Dec. 10, 2009 6102	\$616,286.00	\$593,115.36	\$86,009.37	\$31,927.11
Simpson Thacher & Bartlett LLP	Dec. 14, 2009 6198	\$660,687.20	\$644,096.17	\$5,083.64	\$5,083.64
Weil, Gotshal & Manges LLP	Dec. 14, 2009 6205	\$45,282,797.75	\$44,956,924.73	\$1,332,433.67	\$1,202,414.42
Windels Marx Lane & Mittendorf, LLP	Dec. 14, 2009 6173	\$719,213.00	\$710,719.50	\$22,373.42	\$12,303.56

¹ Fees Awarded reflect Fees Requested less the Recommended Fee Deductions.

² Expenses Awarded reflect Expenses Requested less the Recommended Expense Deductions.

Schedule A(1)

Date: April 9, 2010

Initials: JMP, USBJ

SCHEDULE A(2)

Summary: All Fee Periods (Including This Period)

Applicant	Total Fees Requested	Total Fees Awarded	Total Expenses Requested	Total Expenses Awarded
Jones Day	\$14,165,568.20	\$13,967,160.88	\$554,315.70	\$431,784.57
Lazard Freres & Co. LLC	\$18,350,000.00	\$18,350,000.00	\$63,483.18	\$62,982.04
McKenna Long & Aldridge LLP	\$3,010,792.50	\$2,856,910.23	\$268,883.44	\$263,633.18
Milbank, Tweed, Hadley & McCloy LLP	\$39,843,437.00	\$39,282,847.61	\$2,271,946.43	\$2,158,255.56
Pachulski Stang Ziehl & Jones LLP	\$622,560.89	\$611,663.44	\$20,048.35	\$17,733.04
Quinn Emanuel Urquhart Oliver & Hedges, LLP	\$5,198,446.00	\$5,076,644.03	\$213,459.26	\$190,310.89
Reilly Pozner LLP	\$1,528,719.00	\$1,496,656.38	\$194,797.30	\$140,570.53
Simpson Thacher & Bartlett LLP	\$2,204,874.30	\$2,167,970.26	\$40,802.06	\$39,736.38
Weil, Gotshal & Manges LLP	\$145,651,421.25	\$145,063,897.23	\$3,904,097.87	\$3,763,949.00
Windels Marx Lane & Mittendorf, LLP	\$719,213.00	\$710,719.50	\$22,373.42	\$12,303.56

Schedule A(1)

Date: April 9, 2010

Initials: JMP, USBJ